

MARVEL
PG 48 489

STRACZYNSKI
ROMITA JR
HANNA

the AMAZING SPIDER-MAN



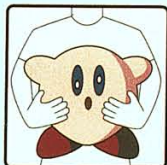
\$2.25 US \$3.75 CAN © 02457

First Aid for a Choking Kirby

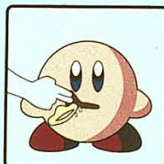
*A Game Boy Advance Health Service**



1 If you think Kirby is choking on an enemy, ask "Kirby, are you choking?" If Kirby is unable to answer, see step 2.



2 If Kirby did not answer you in step 1, try doing this until the enemy is clear of the airway.



3 If the enemy is clear of the airway but is still in Kirby's mouth, use two fingers to swipe mouth clean.



4 Now Kirby is ready to devour his enemies again. He'll steal their 24 powers and use them in his quest to get the Star Rod back from King Dedede and return good dreams to Dream Land.



*For use on Kirby only. Do not try this at home. © 1993-2002 HAL Laboratory, Inc./Nintendo.™, ® and Game Boy Advance are trademarks of Nintendo. © 2002 Nintendo. Game and Game Boy Advance sold separately. www.kirbykirbykirby.com

TM & © 2004 MARVEL

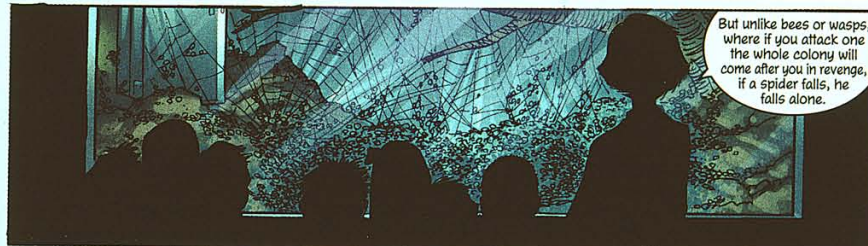
DECEMBER IS ARACHNA-MANIA MONTH!

THE MUSEUM OF NATURAL HISTORY PRESENTS:
THE LIFE AND DEATH OF SPIDERS!

--so that even though spiders, in the main, tend to nest in colonies, they remain independent in their hunting techniques.



There are some places in South and Central America where the spider colonies are so thick that the webs hang like curtains, one on top of the other, as far as the eye can see.



But unlike bees or wasps, where if you attack one the whole colony will come after you in revenge, if a spider falls, he falls alone.



Now, if you'll all come this way, we'll stop at the cafeteria so that teacher can get something with sugar and caffeine --

There's somebody in there.

Yes, of course there is.

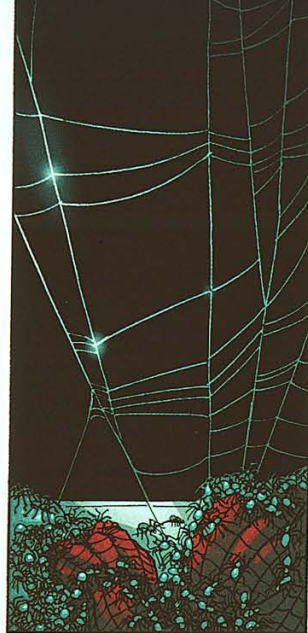


But -- We don't have all day, now come along.



No, really, there is. How come nobody ever believes me...

TM & © 2004 MARVEL



I've found him.



Get the helicopter ready.



Let me tell you about the first Spider-Man...

A SPIDER'S TALE
 J. MICHAEL STRACZYNSKI
 WORDS
 JOHN ROMITA JR.
 PICTURES
 SCOTT HANNA
 INKS
 DAN KEMP COLORS
 COMICRAFT LETTERS
 WARREN SIMONS
 JOHN MIESSEGARS
 ASSISTANT EDITORS
 AXEL ALONSO EDITOR
 JOE QUESADA CHIEF
 BILL JEMAS PRESIDENT

AMAZING SPIDER-MAN (ISSN #0274-5232) Vol. 2, No. 48, February, 2003. Published monthly by MARVEL COMICS, a division of MARVEL ENTERTAINMENT GROUP, INC. OFFICE OF PUBLICATION: 10 East 40th Street, New York, NY 10018. PERIODICALS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. © 2003 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. \$2.25 per copy in the U.S. and \$3.75 in Canada (GST #R127032852). Canadian Agreement #0668537. Printed in the USA. Subscription rate (U.S. dollars) for 12 issues: U.S. \$27.00, Canada \$37.00, Foreign \$39.00. POSTMASTER: SEND ALL ADDRESS CHANGES TO AMAZING SPIDER-MAN, C/O MARVEL, SUBSCRIPTION DEPT., P.O. BOX 32 NEWBURGH, NY 12551. TELEPHONE # (800) 217-9158. FAX # (845) 566-7020. subscriptions@marvel.com, PETER CUNEO, Chief Executive Officer; AVE ARAD, Chief Creative Officer; GUY KORYO, Chief Information Officer; DAVID BOGART, Managing Editor; STAN LEE, Chairman Emeritus. For information regarding advertising in Marvel Comics or on Marvel.com, please contact Russell Brown, Executive Vice President, Consumer Products, Promotions and Media Sales at rbrown@marvel.com or 212-576-8561.

TM & © 2004 MARVEL



His name was Kwaku Anansi, and centuries ago he lived in the West African country now called Ghana.

They said he sometimes looked like a wise old man.



Other times, they said, he looked more like a spider, and traveled across Africa on strong web strings. Learning the ways of distant people.



Soon he had seen all there was to see, had traveled the land from shore to shore, and climbed the highest point. But he yearned to see more, to learn more, to see past the horizon, to the world beyond the one he knew.



So he resolved to climb beyond where any had gone before, into the sky itself, where Nyame, the sky-god, lived, because Nyame was the keeper of all the stories of the world, past, present, and future.

TM & © 2004 MARVEL



Don Bluth Presents DRAGON'S LAIR 3D™

Return to the Lair



Go to
www.dragonslair3d.com
to register for
news & prizes!

More Dirk

More Daring

More Danger



Total 3D control over Dirk for the first time!

Massive 3D adventure that's over 7x larger than the original.

Over 250 rooms filled with deadly traps and plot twists.

Dragonstone SOFTWARE

Available Jan '05

PlayStation 2

Available Early '05

ENCORE

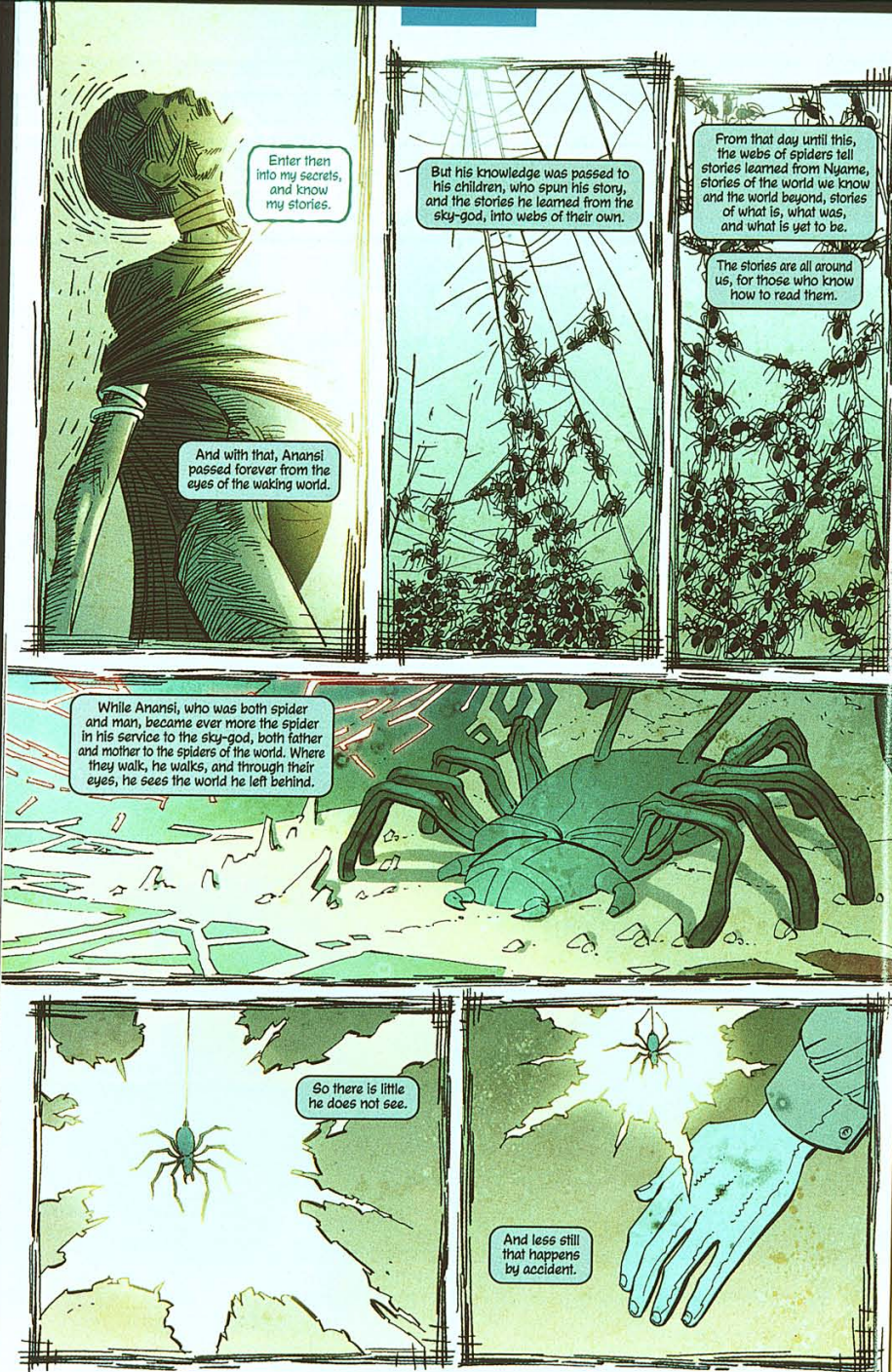
www.encoreusa.com

TEEN
T
ESRB

Mild Violence

Dragon's Lair 3D © 2002 Dragon's Lair LLC and Don Bluth. All rights reserved. The Dragon's Lair name, logo, characters and indicia are trademarks of Dragon's Lair LLC and Don Bluth, and are used under license with permission. TM, © and the Nintendo GameCube logo are trademarks of Nintendo. © 2001 Nintendo. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc. Encore Software and the Encore logo are trademarks of Encore Software, Inc. The ratings icon is a trademark of the Interactive Digital Software Association. All other brands, product names, logos, marks, copyrights and/or trademarks are the property of their respective holders. See website for rules and details.

TM & © 2004 MARVEL



WARNING

STUNTMAN IN ACTION.

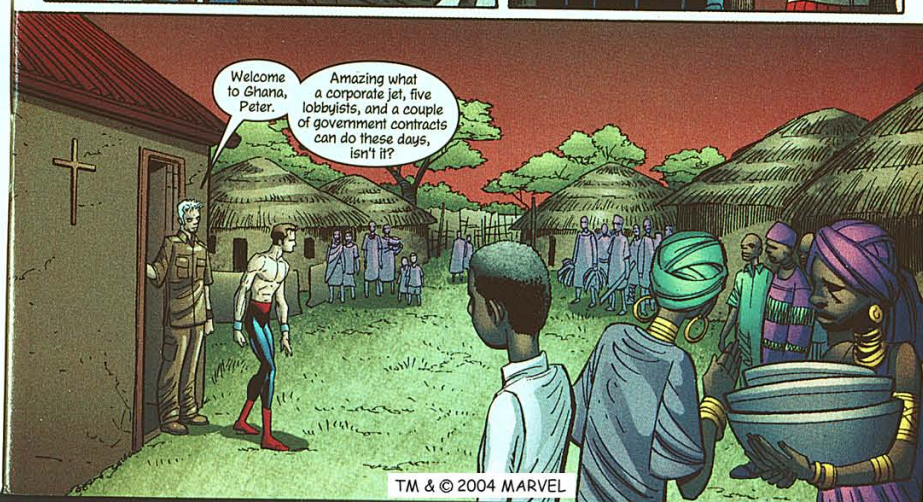
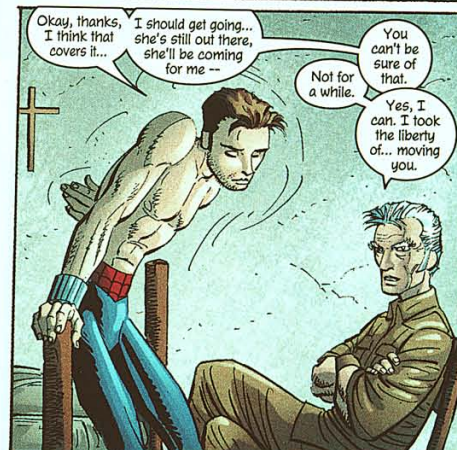
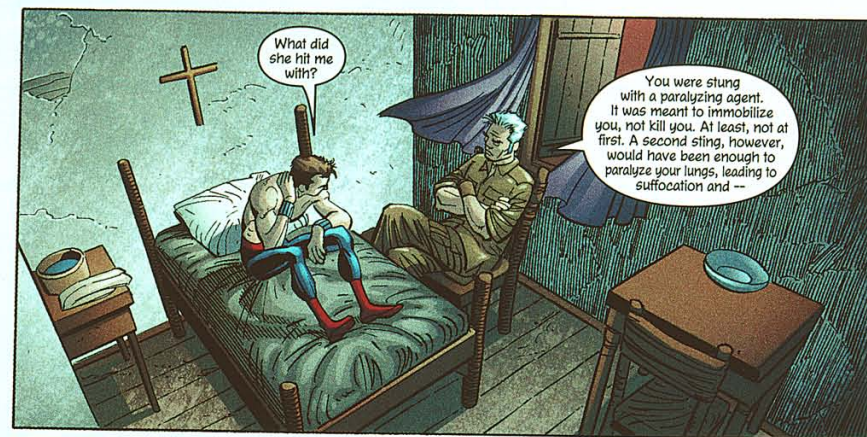
ENTER AT OWN RISK.

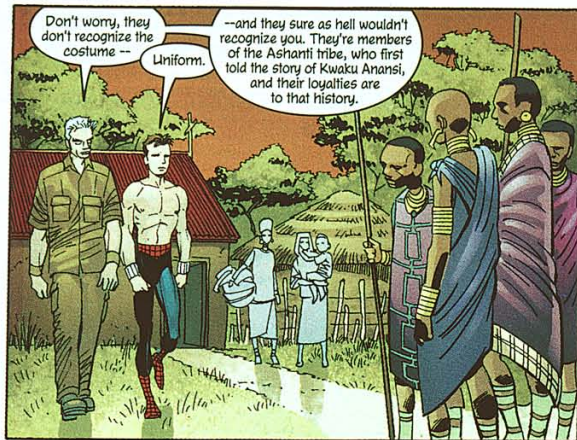


I AM:

- ☐ JET SKIING
- ☐ STUNT DRIVING
- ☐ SKY SURFING
- ☐







Don't worry, they don't recognize the costume --

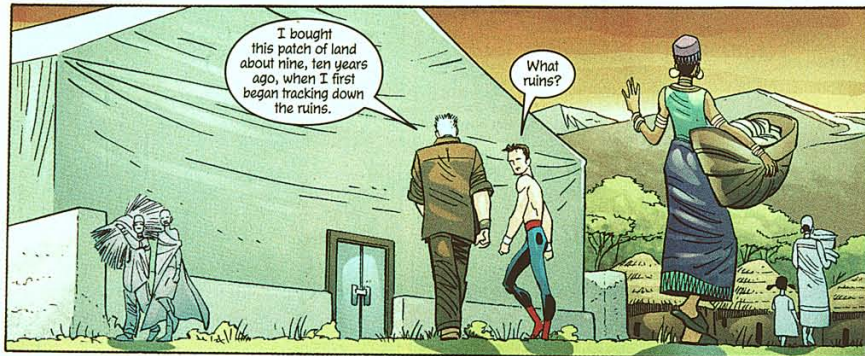
Uniform.

--and they sure as hell wouldn't recognize you. They're members of the Ashanti tribe, who first told the story of Kwaku Anansi, and their loyalties are to that history.



Then it wasn't a dream...

Hell, no. I just got bored sitting around waiting for you to wake up. Had to entertain myself somehow. And if you remembered any of it, all the better.



I bought this patch of land about nine, ten years ago, when I first began tracking down the ruins.

What ruins?



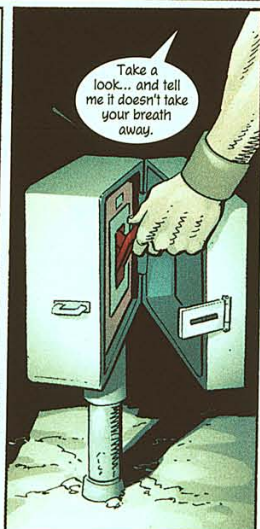
Hi, how you doing? They sure are friendly here.

They're waving goodbye. Very few who come to the ruins survive the experience.

You couldn't have left that part out? I was actually feeling a bit better. So like I said... what ruins?



An archaeologist friend tipped me off to them after he found the first one in Central America. The same exact iconography appears in all six, and they all tell the story of Kwaku Anansi, though sometimes the names vary.



Take a look... and tell me it doesn't take your breath away.



...whoa.

Thank you, Kearu Reeves.

What was that?

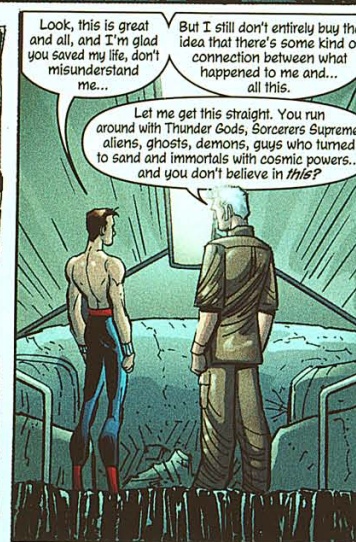
Skip it.



This is a place of power. It can serve you.



"As the first one we found in Central America served me, once, a long time ago."



Look, this is great and all, and I'm glad you saved my life, don't misunderstand me...

But I still don't entirely buy the idea that there's some kind of connection between what happened to me and... all this.

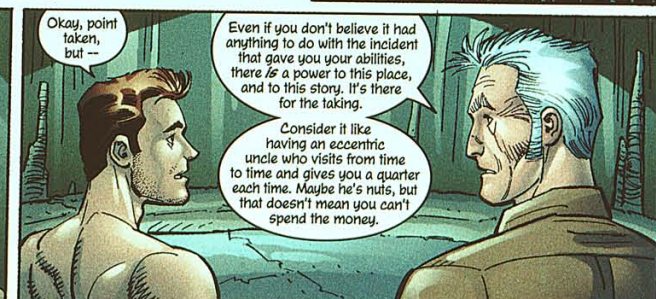
Let me get this straight. You run around with Thunder Gods, Sorcerers Supreme, aliens, ghosts, demons, guys who turned to sand and immortals with cosmic powers... and you don't believe in this?



Okay, point taken, but --

Even if you don't believe it had anything to do with the incident that gave you your abilities, there *is* a power to this place, and to this story. It's there for the taking.

Consider it like having an eccentric uncle who visits from time to time and gives you a quarter each time. Maybe he's nuts, but that doesn't mean you can't spend the money.





She's coming.

Swell.

Stand your ground. Feel the strength of this place. Feel the age of it. You are part of something greater than yourself.

Let the part of you that is greater and stronger and wiser than her defeat the part of her that is like every other creature in the world.



The part that is afraid of spiders.

Yeah? And where are you going to be during all this?



In a place where you cannot go.

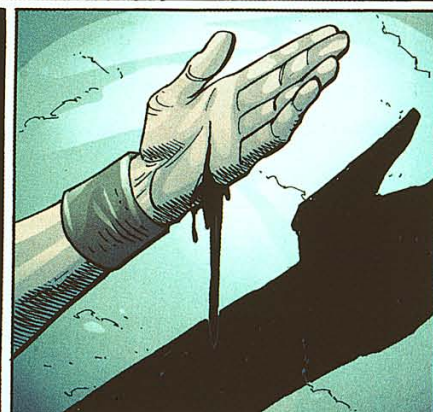
Good luck.



Thanks bunches.



Never a Schwarzenegger around when you need one...



She's coming.



When your **URL** connects to a **UFO** you're on the... **OUTERNET**

How great would it be to have a program on your laptop that gives you a link...to another Galaxy??!! That's just what happened to Jack, Loaf, and Merle. They've discovered the Outernet—a secret connection to distant galaxies and bizarre aliens. But now that they've exposed the planet, how on Earth can they save it?



www.go2outer.net

Available wherever books are sold.

SCHOLASTIC



And I decide
that if I have to
live like a spider or
die like a man --



Then I'll be the
spider I always
knew was there.



Once and
for all.

TM & © 2004 MARVEL



*On Sale
Now!*

- ✦ 7" scale figure
- ✦ Sculpted by Steve Kiwus
- ✦ Based on Greg Horn's Interpretation of the Ravishing Assassin
- ✦ Castle Base
- ✦ Revolutionary Interchangeable Arms and Legs
- ✦ Specialty Market Exclusive
- ✦ Part of a continuing monthly line of action figures

ELEKTRA™

Consumers: Please contact your local retailer or call (888) 266-4226 to find a retailer near you.
Wholesale Inquiries: Please contact Diamond Select's sales staff at (410) 560-7100 for ordering information.

Elektra, Marvel and all related characters: TM & © 2002 Marvel Characters, Inc. All rights reserved. www.marvel.com Diamond Select Toys and Collectibles is a trademark of Diamond Select Toys and Collectibles, LLC. © 2002 Diamond Select Toys and Collectibles. All Rights Reserved. Product may vary from photograph



TM & © 2004 MARVEL



Come what may.



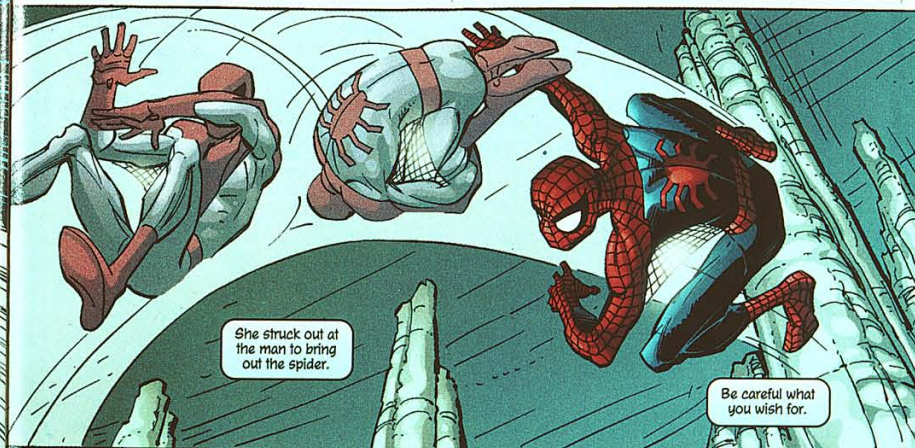
Normally I'd be making wisecracks right now.

But I don't.



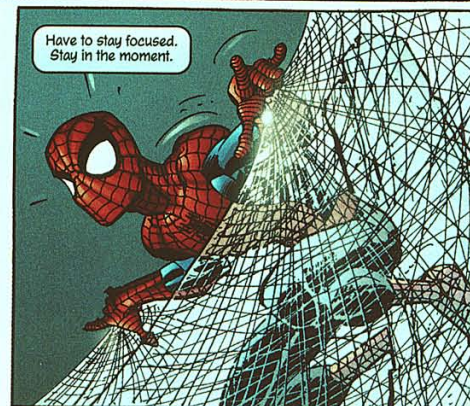
I remember the grief she caused not just me, but M.J.

I remember the pain in her voice, the injustice of what was done, the inhumanity.

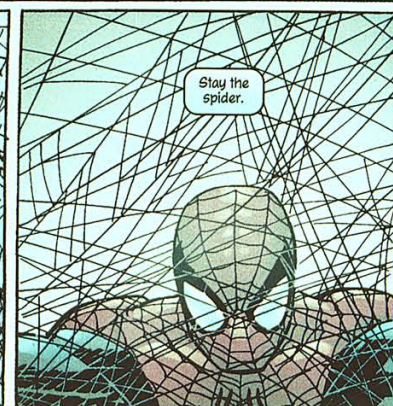


She struck out at the man to bring out the spider.

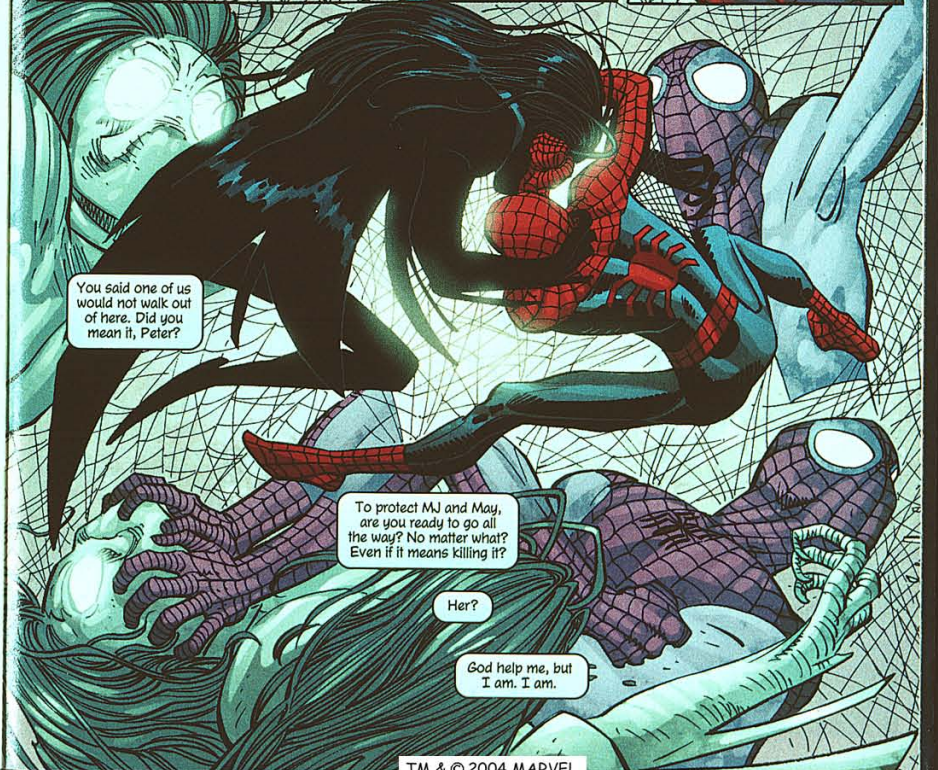
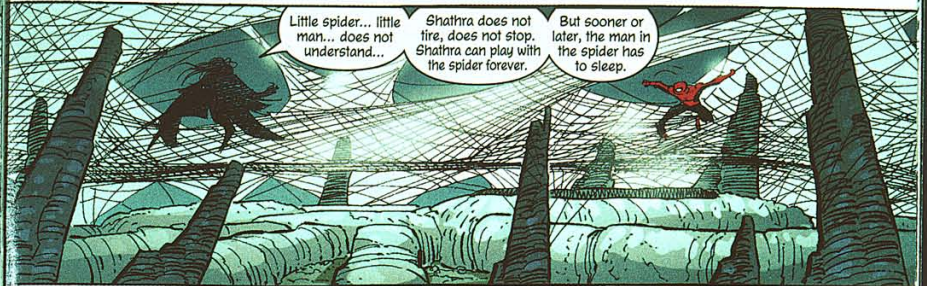
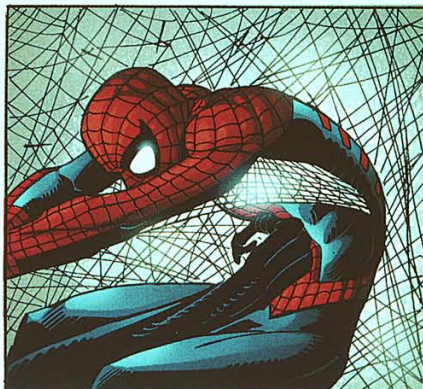
Be careful what you wish for.

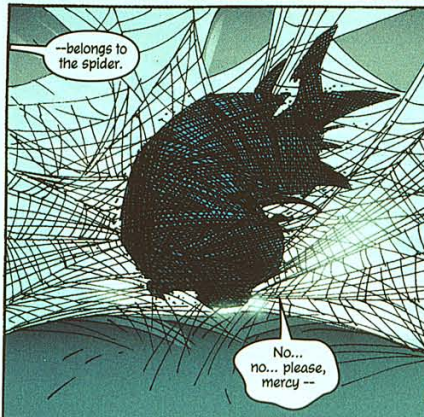
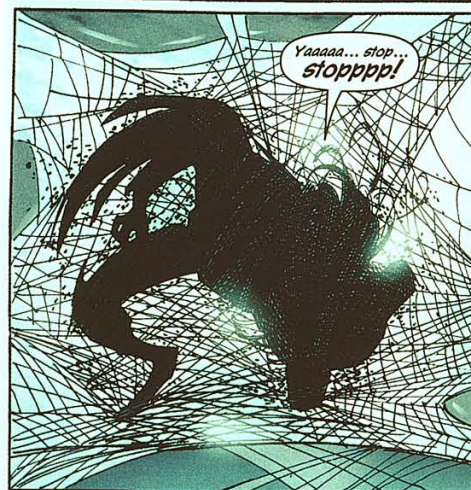
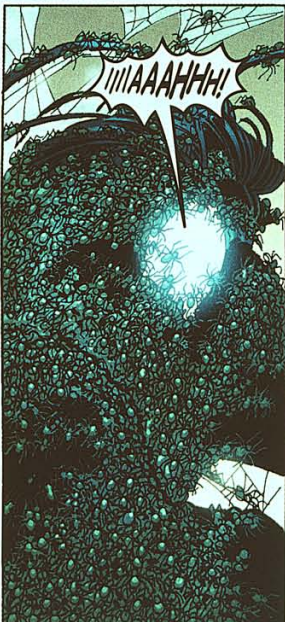
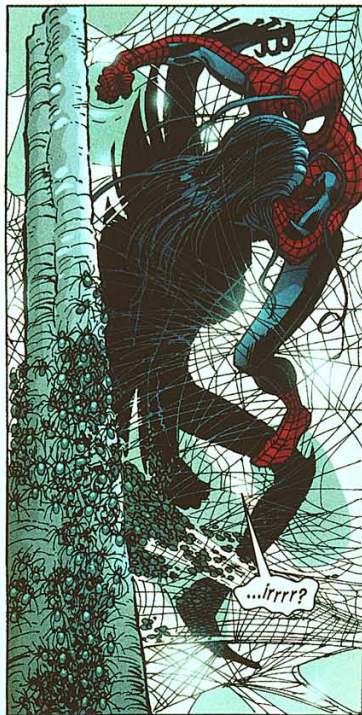


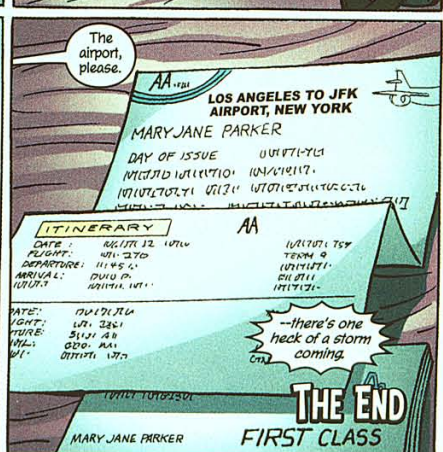
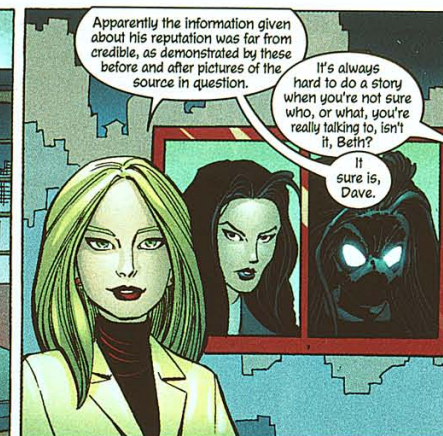
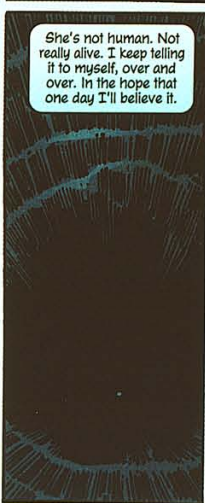
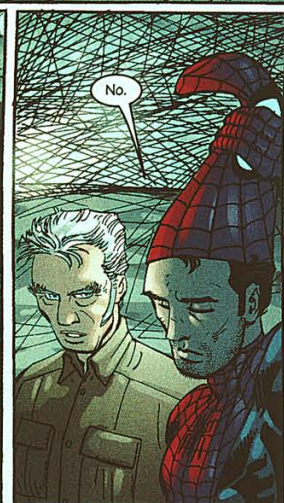
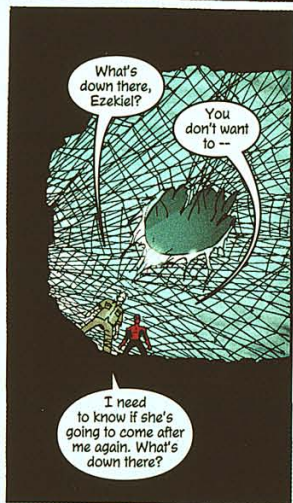
Have to stay focused. Stay in the moment.



Stay the spider.









**THE FUTURE
OF ONLINE
COMIC BOOK
BUYING IS HERE.**

15% off all comics & graphic novels
Online subscriptions
Worldwide shipping
Free shipping of orders over \$75.00

midtowncomics.com

**VISIT US
IN NYC!**



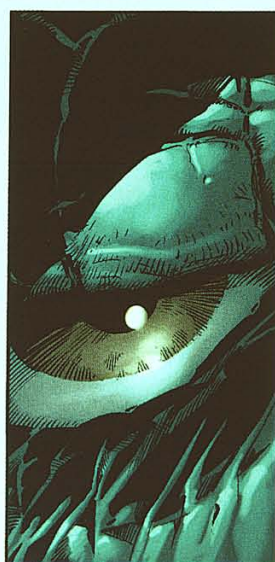
TIMES SQUARE, NYC

1(800)411-3341, (212)302-8192 200 W. 40th street corner 7th avenue NY, NY 10018

MARVEL® **THE INCREDIBLE HULK**
FREE PREVIEW OF #50

*IN A SECRET UNDERGROUND BUNKER IN
THE AMERICAN SOUTHWEST...*

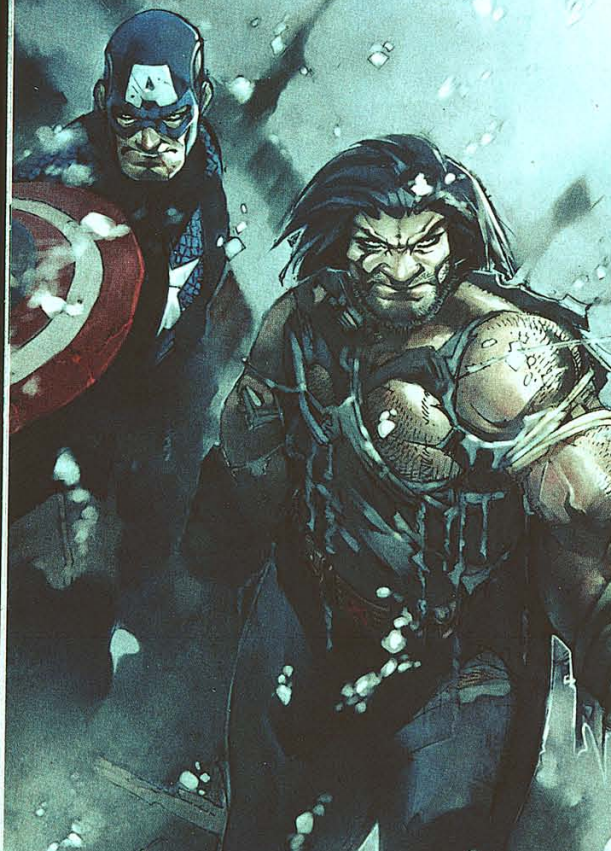




To Be Continued On February 12th By Bruce Jones & Mike Deodato Jr!
And look for The Free Preview In **WIZARD** #137!

ULTIMATE WAR

THE ULTIMATES VS ULTIMATE X-MEN



Mark Millar & Chris Bachalo
Bring Together Comics' 2 Hottest Teams!

DEC. 2002

MARVEL

TM & © 2002 Marvel Characters, Inc. All rights reserved.

TM & © 2004 MARVEL

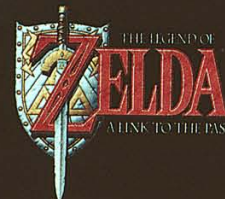
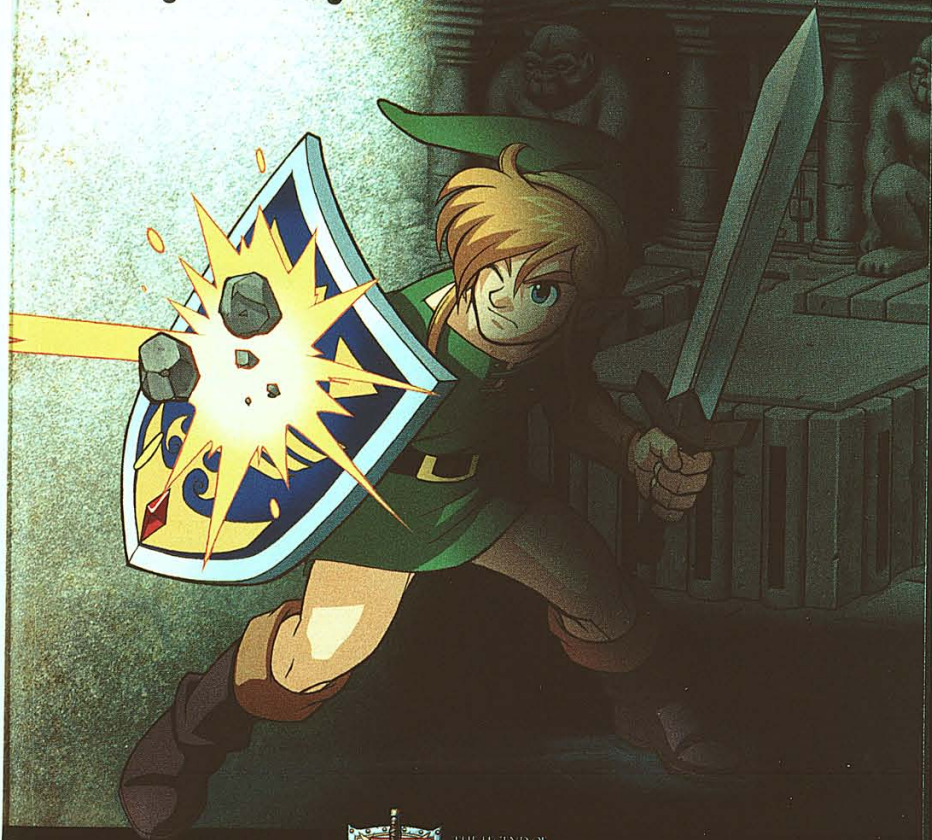
U.S. POSTAL SERVICE STATEMENT OF OWNERSHIP, MANAGEMENT AND CIRCULATION

(REQUIRED BY 39 U.S.C. § 3685)

1. Publication Title: AMAZING SPIDER-MAN
2. Publication No.: 540-030
3. Filing Date: October 1, 2002
4. Issue Frequency: MONTHLY
5. No. of issues published annually: 12
6. Annual subscription price: \$27.00/12 issues
7. Complete mailing address of known office of publication: 10 East 40th St., New York, N.Y. 10016. Contact Person: Juan Collado: (212) 576-4098.
8. Complete mailing address of headquarters of general business office of Publisher: Same.
9. Full names and complete mailing addresses of Publisher, Editor, and Managing Editor: Publisher: Bill Jemas, 10 East 40th St., New York, N.Y. Editor: Axel Alonso, 10 East 40th St., New York, N.Y. Managing Editor: David Bogart, 10 East 40th St., New York, N.Y. 10016. Managing Editor: N/A.
10. Owner (If owned by a corporation, give the name and address of the corporation immediately followed by the names and addresses of all stockholders owning or holding 1 percent or more of the total amount of stock. If not owned by a corporation, give the names and addresses of the individual owners. If owned by a partnership or other unincorporated firm, give its name and address as well as those of each individual owner. If the publication is published by a nonprofit organization, give its name and address.) Hundred Percent (100%) of the Common Stock of Marvel Enterprises, Inc. is owned by Marvel Enterprises, Inc. Complete Mailing Address: Marvel Enterprises, Inc. 10 East 40th St., New York, N.Y. 10016.
11. Known bondholders, mortgages, and other security holders owning or holding 1 percent or more of total amount of bonds, mortgages or other securities. If none, check box ☐ None.
12. Tax Status For completion by nonprofit organizations authorized to mail at special rates. (Check one.) The purpose, function, and nonprofit status of this organization and the exempt status for federal income tax purposes: LHM has not changed during preceding 12 months. LHM has changed during preceding 12 months. (Publisher must submit explanation of change with this statement.)
13. Publication Title: AMAZING SPIDER-MAN
14. Issue date for circulation data below: SEPTEMBER
15. Extent and Nature of Circulation
- A. Total No. Copies Printed (net press run): Average no. copies each issue during preceding 12 months: 165,765. Actual no. copies of single issue published nearest to filing date: 131,966.
- B. Paid and/or requested Circulation: 1) Sales through dealers and carriers, street vendors and counter sales: Average no. copies each issue during preceding 12 months: 115,000. Actual no. copies of single issue published nearest to filing date: 116,546. 2) Paid or requested mail subscriptions: Average no. of copies each issue during preceding 12 months: 7,572. Actual no. copies of single issue published nearest to filing date: 9,250.
- C. Total Paid and/or requested Circulation (sum of 15B(1) and 15B(2)): Average no. copies each issue during preceding 12 months: 122,572. Actual no. copies of single issue published nearest to filing date: 125,796.
- D. Free Distribution by mail (samples, complimentary, and other free): Average no. copies each issue during preceding 12 months: 600. Actual no. copies of single issue published nearest to filing date: 600.
- E. Free Distribution outside the mail: Average no. copies each issue during preceding 12 months: 0. Actual no. copies of single issue published nearest to filing date: 0.
- F. Total Free Distribution (Sum of 15D and 15E): Average no. copies each issue during preceding 12 months: 600. Actual no. copies of single issue published nearest to filing date: 600.
- G. Total Distribution (Sum of 15C, 15D, 15E): Average no. copies each issue during preceding 12 months: 123,172. Actual no. copies of single issue published nearest to filing date: 126,396.
- H. Copies not distributed (1) Average no. copies each issue during preceding 12 months: 42,593. Actual no. copies of single issue published nearest to filing date: 5,570.
- I. Total (Sum of 15G, 15H(1), and 15H(2)): Average no. copies each issue during preceding 12 months: 165,765. Actual no. copies of single issue published nearest to filing date: 131,966.
- Percent Paid and/or Requested Circulation (15C / 15G x 100): Average no. copies each issue during preceding 12 months: 99. Actual no. copies of single issue published nearest to filing date: 99.
16. Publication of Statement of Ownership: ☐ Publication required. Will be printed in the November issue of this publication. ☐ Publication not required.
17. Signature and Title of Editor, Publisher, Business Manager, or Owner: Jeff Dunetz, Director of Advertising 10/01/02.

I certify that all information furnished on this form is true and complete. I understand that anyone who furnishes false or misleading information on this form or who omits material or information requested on the form may be subject to criminal sanctions (including fines and imprisonment) and/or civil sanctions (including multiple damages and civil penalties).

Things in the light are not the same in the dark



Travel two parallel worlds to fight evil and restore peace in the land of Hyrule. Or, try the depths of the Four Swords dungeons in a new challenge where you take on the ultimate Wind Mage with up to four players.



Link with up to 4 Players



Mild Violence

TM & © 2004 MARVEL

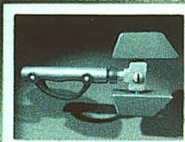


LIVE IN YOUR WORLD.
PLAY IN OURS.



HELI-PACK

THAT LITTLE ROBOT IS FINALLY
GOOD FOR SOMETHING.



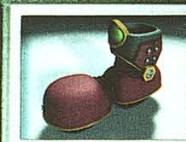
WRENCH

WHAT DO YOU WANT?
IT'S A TREASURE WRENCH.



BOMB GLOVE

FINALLY, GLOVES THAT FIT
NICE AND KILL ENEMIES.



GRINDBOOTS

RIDE LONGER RAILS THAN YOU'VE
EVER EVEN LIED ABOUT RIDING.



SWINGSHOT

REMEMBER THE SWINGS AT THE
COUNTY FAIR? QUADRUPLE THAT.



MAGNEBOOTS

WALK UP WALLS. WALK DOWN WALLS.
WHATEVER MAKES YOU HAPPY.



GLOVE OF DOOM

IT'S JUST LIKE THE OLD EGG TOYS.
ONLY THESE EGGS HATCH AND KILL.



DECAY GLOVE

WILL THE REAL RATCHET
PLEASE STEP FORWARD?

ONE DAY YOU WILL LOOK BACK AT ALL
THE DESTRUCTION YOU CAUSED AND SMILE

RIP THE GALAXY A NEW ONE.
YOU DECIDE HOW.



PlayStation.2



Mild Violence



www.playstation.com Ratchet & Clank is a trademark of Sony Computer Entertainment Inc. Created and developed by Insomniac Games. © 2002 Sony Computer Entertainment America Inc. "PlayStation" and the "PS" Family logo are registered trademarks of Sony Computer Entertainment Inc. "Live in Your World. Play in Ours." is a trademark of Sony Computer Entertainment America Inc.